

Millendo Therapeutics, Inc.
Form SC 13D
December 18, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

Millendo Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

60040X103

(CUSIP Number)

Louis S. Citron, Esq.
New Enterprise Associates
1954 Greenspring Drive, Suite 600, Timonium, MD 21093
(410) 842-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 7, 2018

(Date of Event which Requires Filing of this Statement)

Edgar Filing: Millendo Therapeutics, Inc. - Form SC 13D

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

1

New Enterprise Associates 15, L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

WC

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware Limited Partnership

SOLE VOTING POWER

7

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,766,407 shares

SOLE DISPOSITIVE POWER

9

0 shares

SHARED DISPOSITIVE POWER

10

1,766,407 shares

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,766,407 shares

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13.7%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

1

NEA Partners 15, L.P.

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

AF

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware Limited Partnership

SOLE VOTING POWER

7

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,766,407 shares

SOLE DISPOSITIVE POWER

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14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

PN

CUSIP No. 60040X103	13D	Page 4 of 21 Pages
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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

1

NEA 15 GP, LLC

CHECK THE APPROPRIATE BOX IF (a)
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

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SOURCE OF FUNDS (SEE
INSTRUCTIONS)

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AF

CHECK BOX IF DISCLOSURE OF
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REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware Limited Liability Company

SOLE VOTING POWER

7

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,766,407 shares

SOLE DISPOSITIVE POWER

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0 shares

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14 TYPE OF REPORTING PERSON
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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
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1

Peter J. Barris

CHECK THE APPROPRIATE BOX IF
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2

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2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States citizen

SOLE VOTING POWER

7

0 shares

NUMBER OF
SHARES
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NAMES OF REPORTING PERSONS

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Forest Baskett

CHECK THE APPROPRIATE BOX IF
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2

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CITIZENSHIP OR PLACE OF
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6

United States citizen

SOLE VOTING POWER

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0 shares

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1

Anthony A. Florence, Jr.

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United States citizen

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0 shares

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SHARED VOTING POWER

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SOLE DISPOSITIVE POWER

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NAMES OF REPORTING PERSONS

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ABOVE PERSONS (ENTITIES
ONLY)

1

Mohamad H. Makhzoumi

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

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CITIZENSHIP OR PLACE OF
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United States citizen

SOLE VOTING POWER

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0 shares

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14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No.	60040X103	13D	Page 9 of 21 Pages
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NAMES OF REPORTING PERSONS

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1

Joshua Makower

CHECK THE APPROPRIATE BOX IF (a)
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CITIZENSHIP OR PLACE OF
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SOLE VOTING POWER

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0 shares

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BENEFICIALLY
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PERCENT OF CLASS
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13

13.7%

TYPE OF REPORTING PERSON
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IN

CUSIP No. 60040X103	13D	Page 10 of 21 Pages
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NAMES OF REPORTING PERSONS

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1

David M. Mott

CHECK THE APPROPRIATE BOX IF (a)
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CITIZENSHIP OR PLACE OF
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United States citizen

SOLE VOTING POWER

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CUSIP No. 60040X103	13D	Page 11 of 21 Pages
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NAMES OF REPORTING PERSONS

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1

Scott D. Sandell

CHECK THE APPROPRIATE BOX IF
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(b)

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CITIZENSHIP OR PLACE OF
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United States citizen

SOLE VOTING POWER

7

0 shares

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14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

IN

CUSIP No. 60040X103	13D	Page 12 of 21 Pages
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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES
ONLY)

1

Peter W. Sonsini

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

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SOURCE OF FUNDS (SEE
INSTRUCTIONS)

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AF

CHECK BOX IF DISCLOSURE OF
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2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States citizen

SOLE VOTING POWER

7

0 shares

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

1,766,407 shares

SOLE DISPOSITIVE POWER

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(SEE INSTRUCTIONS)

IN

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Schedule 13D

Item 1. Security and Issuer.

This statement relates to the common stock, par value \$0.001 per share (the "Common Stock"), of Millendo Therapeutics, Inc. (f/k/a Ovascience, Inc.), a Delaware corporation (the "Issuer") having its principal executive office at 9 Fourth Avenue, Waltham, MA 02451, United States.

Item 2. Identity and Background.

This statement is being filed by:

(a) New Enterprise Associates 15, L.P. ("NEA 15"); NEA Partners 15, L.P. ("NEA Partners 15"), which is the sole general partner of NEA 15; and NEA 15 GP, LLC ("NEA 15 LLC" and, together with NEA Partners 15, the "Control Entities"), which is the sole general partner of NEA Partners 15; and

(b) Peter J. Barris ("Barris"), Forest Baskett ("Baskett"), Anthony A Florence, Jr. ("Florence"), Mohamad H. Makhzoumi ("Makhzoumi"), Joshua Makower ("Makower"), David M. Mott ("Mott"), Scott D. Sandell ("Sandell") and Peter W. Sonsini ("Sonsini") (together, the "Managers"). The Managers are the managers of NEA 15 LLC.

The persons named in this Item 2 are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

The address of the principal business office of NEA 15 and each Control Entity is New Enterprise Associates, 1954 Greenspring Drive, Suite 600, Timonium, MD 21093. The address of the principal business office of each of Barris and Mott is New Enterprise Associates, 5425 Wisconsin Avenue, Suite 800, Chevy Chase, MD 20815. The address of the principal business office of Baskett, Makhzoumi, Makower, Sandell, and Sonsini is New Enterprise Associates, 2855 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Florence is New Enterprise Associates, 104 5th Avenue, 19th Floor, New York, NY 10001.

The principal business of NEA 15 is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 15 is to act as the sole general partner of NEA 15. The principal business of NEA 15 LLC is to act as the sole general partner of NEA Partners 15. The principal business of each of the Managers is to manage the Control Entities, and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

NEA 15 LLC is a limited liability company organized under the laws of the State of Delaware. NEA 15 and NEA Partners 15 are limited partnerships organized under the laws of the State of Delaware. Each of the Managers is a United States citizen.

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Item 3. Source and Amount of Funds or Other Consideration.

On December 7, 2018, the Issuer completed its reverse merger with what was then known as "Millendo Therapeutics, Inc." ("Private Millendo") in accordance with the terms of the Agreement and Plan of Merger and Reorganization dated as of August 8, 2018, as amended on September 25, 2018 and November 1, 2018 (the "Merger Agreement"), by and among the Issuer, Private Millendo and Orion Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Issuer ("Merger Sub"), pursuant to which, among other matters, Merger Sub merged with and into Private Millendo, with Private Millendo continuing as a wholly owned subsidiary of the Issuer and the surviving corporation of the merger (the "Merger"). Following the Merger, the Issuer changed its name to "Millendo Therapeutics, Inc."

Prior to the Merger, NEA 15 acquired in a series of private transactions 16,686,586 shares of Private Millendo Series B Preferred Stock (the "Millendo Preferred Stock") and 7,055,455 shares of Private Millendo common stock (the "Millendo Common Stock", and together with the Millendo Preferred Stock, the "NEA 15 Prior Shares") for an aggregate purchase price of \$33,541,702.50 and, under the terms of the Merger Agreement, the Issuer issued shares of its common stock to Private Millendo's stockholders in exchange for shares of Private Millendo common stock as described in that certain Form 8-K filed by the Issuer with the Securities and Exchange Commission ("SEC") on December 7, 2018 (the "8-K"). As a result, immediately following the Merger, the NEA 15 Prior Shares were exchanged for 1,766,407 shares of Common Stock (the "NEA 15 Shares").

The working capital of NEA 15 was the source of the funds for the purchase of the NEA 15 Shares. No part of the purchase price of the NEA 15 Shares was represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding, trading or voting the NEA 15 Shares.

Item 4. Purpose of Transaction.

NEA 15 acquired the NEA 15 Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, NEA 15 and other Reporting Persons may dispose of or acquire additional shares of the Issuer. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;

- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
 - (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
 - (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
 - (j) Any action similar to any of those enumerated above.
-

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Item 5. Interest in Securities of the Issuer.

NEA 15 is the record owner of the NEA 15 Shares. As the general partner of NEA 15, NEA Partners 15 may be deemed to own beneficially the NEA 15 Shares. As the sole general partner of NEA Partners 15, NEA 15 LLC may be deemed to own beneficially the NEA 15 Shares. As members of NEA 15 LLC, each of the Managers may be deemed to own beneficially the NEA 15 Shares.

Each Reporting Person disclaims beneficial ownership of the NEA 15 Shares other than those shares which such person owns of record.

The percentage of outstanding Common Stock of the Issuer which may be deemed to be beneficially owned by each Reporting Person is set forth on Line 13 of such Reporting Person's cover sheet. Such percentage was calculated based on the 12,914,312 shares of Common Stock reported to be outstanding following the Merger on 8-K.

(b) Regarding the number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See line 7 of cover sheets

(ii) shared power to vote or to direct the vote: See line 8 of cover sheets

(iii) sole power to dispose or to direct the disposition: See line 9 of cover sheets

(iv) shared power to dispose or to direct the disposition: See line 10 of cover sheets

(c) Except as set forth in Item 3 above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, Shares beneficially owned by any of the Reporting Persons.

(e) Not applicable.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.

NEA 15 entered into a lock-up agreement with the Issuer and Millendo pursuant to which NEA 15 has agreed not to, except in certain limited circumstances, sell or transfer, or engage in swap or similar transactions with respect to, the Common Stock, including, as applicable, Common Stock received in the Merger and issuable upon exercise of certain options, in each case from the Closing until the date that is 180 days from the Closing.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 – Agreement regarding filing of joint Schedule 13D.

Exhibit 2 – Power of Attorney regarding filings under the Securities Exchange Act of 1934, as amended.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

EXECUTED this 18th day of December, 2018.

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.
General Partner

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA 15 GP, LLC

By: _____
*
Louis S. Citron
Chief Legal Officer

CUSIP No. 60040X103	13D	Page 17 of 21 Pages
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*

Peter J. Barris

*

Forest Baskett

*

Anthony A. Florence, Jr.

*

Mohamad H. Makhzoumi

*

Joshua Makower

*

David M. Mott

*

Scott D. Sandell

*

Peter W. Sonsini

*/s/ Sasha O. Keough

Sasha O. Keough

As attorney-in-fact

This Schedule 13D was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Millendo Therapeutics, Inc.

EXECUTED this 18th day of December, 2018.

NEW ENTERPRISE ASSOCIATES 15, L.P.

By: NEA PARTNERS 15, L.P.
General Partner

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA PARTNERS 15, L.P.

By: NEA 15 GP, LLC
General Partner

By: _____
*
Louis S. Citron
Chief Legal Officer

NEA 15 GP, LLC

By: _____
*
Louis S. Citron
Chief Legal Officer

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*

Peter J. Barris

*

Forest Baskett

*

Anthony A. Florence, Jr.

*

Mohamad H. Makhzoumi

*

Joshua Makower

*

David M. Mott

*

Scott D. Sandell

*

Peter W. Sonsini

*/s/ Sasha O. Keough

Sasha O. Keough

As attorney-in-fact

This Agreement relating to Schedule 13D was executed by Sasha O. Keough on behalf of the individuals listed above pursuant to a Power of Attorney a copy of which is attached hereto as Exhibit 2.

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EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Louis S. Citron, Timothy Schaller, Sasha Keough and Stephanie Brecher, and each of them, with full power to act without the others, his or her true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his or her capacity as a direct or indirect general partner, director, officer or manager of any partnership, corporation or limited liability company, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the Financial Industry Regulatory Authority, granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he or she might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his or her substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of March, 2017.

/s/ M. James Barrett

M. James Barrett

/s/ Peter J. Barris

Peter J. Barris

/s/ Forest Baskett

Forest Baskett

/s/ Ali Behbahani

Ali Behbahani

/s/ Colin Bryant

Colin Bryant

/s/ Carmen Chang

Carmen Chang

/s/ Anthony A. Florence, Jr.

Anthony A. Florence, Jr.

/s/ Carol G. Gallagher
Carol G. Gallagher

/s/ Dayna Grayson
Dayna Grayson

/s/ Patrick J. Kerins
Patrick J. Kerins

/s/ P. Justin Klein
P. Justin Klein

/s/ Vanessa Larco
Vanessa Larco

/s/ Joshua Makower
Joshua Makower

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/s/ Mohamad H. Makhzoumi
Mohamad H. Makhzoumi

/s/ Edward T. Mathers
Edward T. Mathers

/s/ David M. Mott
David M. Mott

/s/ Sara M. Nayeem
Sara M. Nayeem

/s/ Jason R. Nunn
Jason R. Nunn

/s/ Gregory Papadopoulos
Gregory Papadopoulos

/s/ Chetan Puttagunta
Chetan Puttagunta

/s/ Jon Sakoda
Jon Sakoda

/s/ Scott D. Sandell
Scott D. Sandell

/s/ A. Brooke Seawell
A. Brooke Seawell

/s/ Peter W. Sonsini
Peter W. Sonsini

/s/ Melissa Taunton
Melissa Taunton

/s/ Frank M. Torti
Frank M. Torti

/s/ Ravi Viswanathan
Ravi Viswanathan

/s/ Paul E. Walker
Paul E. Walker

/s/ Rick Yang
Rick Yang